

UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF PENNSYLVANIA

IN RE:	:
	: CHAPTER 11
INTERSTATE EQUITIES, INC.,	:
	: BANKRUPTCY NO. 09-17219(BIF)
DEBTOR	:
	:

ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL
AND RELATED RELIEF

AND NOW, this ____ day of _____, 2009, this matter coming to be heard on the request of Interstate Equities, Inc., Debtor-in-Possession ("**Debtor**"), for interim use of cash collateral, and the Court having considered the representations of counsel to the Debtor, counsel for Wilmington Trust Company ("WTC") and counsel for the Office of the United States Trustee at a hearing held on _____, pursuant to 11 U.S.C. § 363 and Rule 4001(b)(2) of the Bankruptcy Rules, it is hereby:

ORDERED that the Debtor's Use of Cash Collateral in accordance with this Order is hereby approved, subject to the terms of this Order and the Budget attached hereto as Exhibit "A" only through _____, 2009 and in the amounts as authorized herein; and it is further

ORDERED, that as adequate protection for the use of cash collateral on a interim basis through _____, 2009, _____ is hereby granted valid, binding, enforceable and perfected replacement security interests in and replacement liens on (collectively, the "**Replacement Liens**") all now owned or hereafter acquired property and assets of the Debtor that are similar in kind or nature to any property and assets of the Debtor, whether real or personal, tangible or intangible, wherever located, now owned or hereafter required or arising and all proceeds,

products, rents and profits thereof, in which WTC was perfected pre-petition. Said Replacement Liens shall be deemed to be filed and perfected to the extent of WTC pre-petition lien, without the need for filing by virtue of this Order; and it is further

ORDERED, that all replacement liens granted herein will attach in the same order of priority as existed pre-petition; and it is further

ORDERED, that the Debtor shall provide written proof of insurance and maintain insurance on all assets; and it is further

ORDERED that in the event Debtor defaults or violates this Order, Debtor's right to use Cash Collateral shall automatically cease until further Order of this Court; and it is further.

ORDERED, that the Debtor's use of cash collateral is approved in accordance with the Budget. All proceeds shall remain with the Debtor for use in operations subject to the liens of WTC and the budget;

ORDERED, that the Debtor shall pay WTC in accordance with the Budget;

ORDERED, that a further interim hearing on the use of cash collateral shall be held on September _____ 2009 at _____ a.m. and the Debtor and all parties reserve all rights as to each other on any request by the Debtor to continue to use WTC's cash collateral, budget items and adequate protection payments; and it is further

ORDERED that written notice of the above stated hearing shall be given by the Debtors to WTC, all secured creditors, the U.S. Trustee and any other parties filing request for notices pursuant to Rule 2002 on or before _____, 2009.

BY THE COURT:

UNITED STATES BANKRUPTCY JUDGE